

BALL JANIK LLP

A T T O R N E Y S

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WASHINGTON, D.C. 20005

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LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

May 20, 1998

RECORDATION NO. 21299-A FILED

MAY 20 '98

2-25 PM

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment of Memorandum of Lease Agreement, a secondary document, dated as of March 31, 1998. The primary document to which this is connected is recorded under Recordation No. 21299. We request that one copy of this document be recorded under Recordation No. 21299-A.

The names and addresses of the parties to the Assignment of Memorandum of Lease Agreement are:

Assignee:

BancBoston Leasing Inc.  
111 S. Calvert Street  
Baltimore, MD 21202

Assignor:

Wabash National Finance Corporation  
9 North Vail Avenue  
Arlington Heights, IL 60005

Lessee:

National Railroad Passenger Corporation  
60 Massachusetts Avenue, N.E.  
Washington, DC 20002

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

MAY 20 2 25 PM '98

BALL JANIK LLP

Honorable Vernon A. Williams  
May 20, 1998  
Page 2

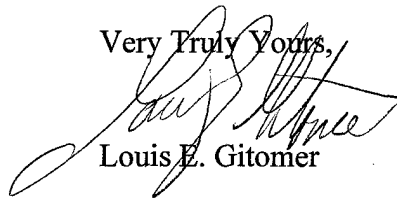
A description of the equipment covered by the Assignment of Memorandum of Lease Agreement consists of 94 roadrailer intermediate rail bogies numbered AMTK 5502-5595, inclusive, and 16 roadrailer couplement rail bogies numbered AMTK 5200-5215, inclusive.

A fee of \$26.00 is enclosed. Please return two originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Assignment of Memorandum of Lease Agreement between BancBoston Leasing Inc., 111 S. Calvert Street, Baltimore, MD 21202, Wabash National Finance Corporation, 9 North Vail Avenue, Arlington Heights, IL, 60005, and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, DC 20002, covering 94 roadrailer intermediate rail bogies numbered AMTK 5502-5595, inclusive, and 16 roadrailer couplement rail bogies numbered AMTK 5200-5215, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

Surface Transportation Board  
Washington, D.C. 20423-0001

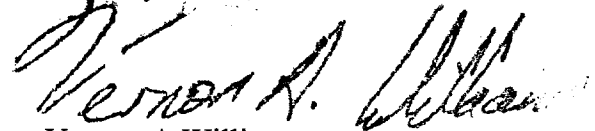
May 20, 1998

Louis E. Gitomer  
Ball Janik LLP  
1455 F Street, NW, Suite 225  
Washington, D.C. 20005

Dear Mr. Gitomer:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and  
and 49 CFR 1177.3 (s), on / May 20, 1998 at 2:25PM and assigned  
recordation number(s) 18686-C And 21299-A .

Sincerely Yours,



Vernon A. Williams  
Secretary

Enclosure(s)

\$ 52.00      The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgement the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature: \_\_\_\_\_



RECORDATION NO.

21299-A

FILED

MAY 20 '98

2-25 PM

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**ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT**

**dated as of March 31, 1998**

**among**

**WABASH NATIONAL FINANCE CORPORATION  
as Assignor,**

**BANCOSTON LEASING INC.  
as Assignee**

**and**

**NATIONAL RAILROAD PASSENGER CORPORATION  
as Lessee**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on April \_\_, 1998 at \_\_:\_\_.m.**

## **ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT**

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 31, 1998, by and among BANCOSTON LEASING INC. ("Assignee"), WABASH NATIONAL FINANCE CORPORATION ("Assignor") and NATIONAL RAILROAD PASSENGER CORPORATION ("Lessee"), with reference to the following:

1. Assignee has agreed to purchase and lease to Assignor, and Assignor has agreed to lease from Assignee, that certain equipment described on Exhibit No. 1 attached hereto (the "Equipment").

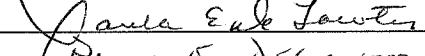
All of such equipment is more fully described in that certain Master Lease Agreement dated as of September 5, 1997, and Equipment Schedule No. C-3 thereto and incorporating the terms thereof, dated as of March 31, 1998 (together with all of the riders, schedules and other attachments thereto, collectively, the "Prime Lease"), each between Assignee and Assignor.

2. Assignor has agreed to sublease the Equipment to Lessee, and Lessee has agreed to sublease the Equipment from Assignor; all on the terms of that certain Lease Agreement dated as of May 7, 1997, and Schedule A to Lease Agreement dated as of February 12, 1998, Schedule B to Lease Agreement dated as of February 13, 1998, Schedule C to Lease Agreement dated as of March 9, 1998, Schedule D to Lease Agreement dated as of February 14, 1998, and Schedule E to Lease Agreement dated as of February 16, 1998 (together with all of the riders, schedules and other attachments thereto, collectively, the "Sublease"), each between Assignor and Lessee.
3. The Sublease is effective as of the date of each applicable Schedule thereto, and is subject to the terms specified in the Sublease, and any extension of such term to the extent provided for in the Sublease.
4. As security for its obligations under the Prime Lease, Assignor assigns, sets over and transfers to Assignee, its successors and assigns, all of its right, title and interest in and to the Sublease and all extensions and renewals thereof, which assignment shall be effective as of the date hereof and shall be subject to the terms and conditions specified in the Prime Lease.


This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Assignment of Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

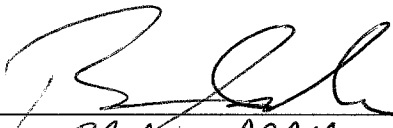
BANCOSTON LEASING INC.

By:   
Name: Paula E. DeLaurier  
Title: ASSISTANT VICE PRESIDENT

WABASH NATIONAL FINANCE CORPORATION

By:   
Name: RICHARD E. DESSIMOZ  
Title: VICE PRESIDENT

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:   
Name: BRIAN ADAM  
Title: TREASURER

[illegible]

On this 19th day of May, 1998, before me appeared Bud DeLoatch, the person who signed this instrument, who acknowledged that (s)he is the Assistant Vice President of BANCOSTON LEASING INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] Robi W. Donovan  
Notary Public

My commission expires: Jan. 8, 1999

STATE OF ILLINOIS )  
 ) ss.  
COUNTY OF COOK )

On this 7<sup>th</sup> day of May, 1998, before me appeared Richard F. Desmaris the person who signed this instrument, who acknowledged that (s)he is the Vice President of WABASH NATIONAL FINANCE CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

such \_\_\_\_\_ an officer or said corporation.

**OFFICIAL SEAL**  
**ARLENE M FEINER**  
[Seal] **NOTARY PUBLIC, STATE OF ILLINOIS**  
**MY COMMISSION EXPIRES: 09/07/99**


Arlene M. Feiner  
Notary Public

My commission expires: September 7, 1999

STATE OF DISTRICT )  
COUNTY OF OF Columbia ) ss.

On this 12<sup>th</sup> day of MAY, 1998, before me appeared BRIAN D. ADAM, the person who signed this instrument, who acknowledged that (s)he is the TREASURER of NATIONAL RAILROAD PASSENGER CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

  
Notary Public

My commission expires:

JANUARY 1, 2000



**EXHIBIT NO. 1**  
**TO ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF BOGIES AND REPORTING MARKS**

	<b>EQUIPMENT</b>	<b>AMTRAK UNIT NUMBER</b>	<b>SERIAL NUMBER</b>
1	Roadrailer Intermediate Rail Bogie	AMTK 5502	430821
2	Roadrailer Intermediate Rail Bogie	AMTK 5503	430822
3	Roadrailer Intermediate Rail Bogie	AMTK 5504	430823
4	Roadrailer Intermediate Rail Bogie	AMTK 5505	430824
5	Roadrailer Intermediate Rail Bogie	AMTK 5506	430825
6	Roadrailer Intermediate Rail Bogie	AMTK 5507	430826
7	Roadrailer Intermediate Rail Bogie	AMTK 5508	430827
8	Roadrailer Intermediate Rail Bogie	AMTK 5509	430828
9	Roadrailer Intermediate Rail Bogie	AMTK 5510	430829
10	Roadrailer Intermediate Rail Bogie	AMTK 5511	430830
11	Roadrailer Intermediate Rail Bogie	AMTK 5512	430831
12	Roadrailer Intermediate Rail Bogie	AMTK 5513	430832
13	Roadrailer Intermediate Rail Bogie	AMTK 5514	430833
14	Roadrailer Intermediate Rail Bogie	AMTK 5515	430834
15	Roadrailer Intermediate Rail Bogie	AMTK 5516	430835
16	Roadrailer Intermediate Rail Bogie	AMTK 5517	430836
17	Roadrailer Intermediate Rail Bogie	AMTK 5518	430837
18	Roadrailer Intermediate Rail Bogie	AMTK 5519	430838
19	Roadrailer Intermediate Rail Bogie	AMTK 5520	430839
20	Roadrailer Intermediate Rail Bogie	AMTK 5521	430840
21	Roadrailer Intermediate Rail Bogie	AMTK 5522	430841
22	Roadrailer Intermediate Rail Bogie	AMTK 5523	430842
23	Roadrailer Intermediate Rail Bogie	AMTK 5524	430843
24	Roadrailer Intermediate Rail Bogie	AMTK 5525	430844
25	Roadrailer Intermediate Rail Bogie	AMTK 5526	441090
26	Roadrailer Intermediate Rail Bogie	AMTK 5527	441091
27	Roadrailer Intermediate Rail Bogie	AMTK 5528	441092
28	Roadrailer Intermediate Rail Bogie	AMTK 5529	441093
29	Roadrailer Intermediate Rail Bogie	AMTK 5530	441094
30	Roadrailer Intermediate Rail Bogie	AMTK 5531	441095
31	Roadrailer Intermediate Rail Bogie	AMTK 5532	441096
32	Roadrailer Intermediate Rail Bogie	AMTK 5533	441097
33	Roadrailer Intermediate Rail Bogie	AMTK 5534	441098
34	Roadrailer Intermediate Rail Bogie	AMTK 5535	441099
35	Roadrailer Intermediate Rail Bogie	AMTK 5536	441100
36	Roadrailer Intermediate Rail Bogie	AMTK 5537	441101
37	Roadrailer Intermediate Rail Bogie	AMTK 5538	441102
38	Roadrailer Intermediate Rail Bogie	AMTK 5539	441103
39	Roadrailer Intermediate Rail Bogie	AMTK 5540	441104
40	Roadrailer Intermediate Rail Bogie	AMTK 5541	441105
41	Roadrailer Intermediate Rail Bogie	AMTK 5542	441106
42	Roadrailer Intermediate Rail Bogie	AMTK 5543	441107
43	Roadrailer Intermediate Rail Bogie	AMTK 5544	441108
44	Roadrailer Intermediate Rail Bogie	AMTK 5545	441109
45	Roadrailer Intermediate Rail Bogie	AMTK 5546	441110

46	Roadrailer Intermediate Rail Bogie	AMTK 5547	441111
47	Roadrailer Intermediate Rail Bogie	AMTK 5548	441112
48	Roadrailer Intermediate Rail Bogie	AMTK 5549	441113
49	Roadrailer Intermediate Rail Bogie	AMTK 5550	441114
50	Roadrailer Intermediate Rail Bogie	AMTK 5551	441115
51	Roadrailer Intermediate Rail Bogie	AMTK 5552	441116
52	Roadrailer Intermediate Rail Bogie	AMTK 5553	441117
53	Roadrailer Intermediate Rail Bogie	AMTK 5554	441118
54	Roadrailer Intermediate Rail Bogie	AMTK 5555	441119
55	Roadrailer Intermediate Rail Bogie	AMTK 5556	441120
56	Roadrailer Intermediate Rail Bogie	AMTK 5557	441121
57	Roadrailer Intermediate Rail Bogie	AMTK 5558	441122
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77	Roadrailer Intermediate Rail Bogie	AMTK 5578	441142
78	Roadrailer Intermediate Rail Bogie	AMTK 5579	441143
79	Roadrailer Intermediate Rail Bogie	AMTK 5580	441144
80	Roadrailer Intermediate Rail Bogie	AMTK 5581	441145
81	Roadrailer Intermediate Rail Bogie	AMTK 5582	441146
82	Roadrailer Intermediate Rail Bogie	AMTK 5583	441147
83	Roadrailer Intermediate Rail Bogie	AMTK 5584	441148
84	Roadrailer Intermediate Rail Bogie	AMTK 5585	441149
85	Roadrailer Intermediate Rail Bogie	AMTK 5586	441150
86	Roadrailer Intermediate Rail Bogie	AMTK 5587	441151
87	Roadrailer Intermediate Rail Bogie	AMTK 5588	441152
88	Roadrailer Intermediate Rail Bogie	AMTK 5589	441153
89	Roadrailer Intermediate Rail Bogie	AMTK 5590	441154
90	Roadrailer Intermediate Rail Bogie	AMTK 5591	441155
91	Roadrailer Intermediate Rail Bogie	AMTK 5592	441156
92	Roadrailer Intermediate Rail Bogie	AMTK 5593	441157
93	Roadrailer Intermediate Rail Bogie	AMTK 5594	441158
94	Roadrailer Intermediate Rail Bogie	AMTK 5595	441159
95	Roadrailer Couplermate Rail Bogie	AMTK 5200	430845
96	Roadrailer Couplermate Rail Bogie	AMTK 5201	430846
97	Roadrailer Couplermate Rail Bogie	AMTK 5202	430847
98	Roadrailer Couplermate Rail Bogie	AMTK 5203	430848

99	Roadrailer Couplermate Rail Bogie	AMTK 5204	441166
100	Roadrailer Couplermate Rail Bogie	AMTK 5205	441167
101	Roadrailer Couplermate Rail Bogie	AMTK 5206	441168
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103	Roadrailer Couplermate Rail Bogie	AMTK 5208	441178
104	Roadrailer Couplermate Rail Bogie	AMTK 5209	441179
105	Roadrailer Couplermate Rail Bogie	AMTK 5210	490579
106	Roadrailer Couplermate Rail Bogie	AMTK 5211	490580
107	Roadrailer Couplermate Rail Bogie	AMTK 5212	490581
108	Roadrailer Couplermate Rail Bogie	AMTK 5213	490582
109	Roadrailer Couplermate Rail Bogie	AMTK 5214	490583
110	Roadrailer Couplermate Rail Bogie	AMTK 5215	490584